

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., et al., ¹	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
	:	

**SIXTH INTERIM APPLICATION OF TAVENNER & BERAN, PLC FOR
ALLOWANCE OF COMPENSATION AND EXPENSE REIMBURSEMENT AS LOCAL
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Tavener & Beran, PLC (“Tavener & Beran”), local counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Circuit City Stores, Inc. and the related debtors (collectively, the “Debtors”), submits the following as its Sixth Interim Application For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application,

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address

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Co-Counsel for the Official
Committee of Unsecured Creditors

Tavenner & Beran seeks approval of compensation in the amount of \$23,286.00 and reimbursement of expenses in the amount of \$82.96 for the period of February 1, 2010 through April 30, 2010, and in support thereof states as follows:

Background

1. On November 10, 2008 (the “Petition Date”), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. On November 12, 2008, the Office of the United States Trustee (the “U.S. Trustee”) appointed the Official Committee of Unsecured Creditors of the Debtors. The U.S. Trustee increased the membership of the Committee by two creditors on November 13, 2008.

3. The Committee is presently composed of the following eleven creditors: (i) Alliance Entertainment; (ii) Developers Diversified Realty Corp.; (iii) Garmin International, Inc.; (iv) Hewlett-Packard Company; (v) LG Electronics USA, Inc.; (vi) Paramount Home Entertainment; (vii) Pension Benefit Guarantee Corporation; (viii) Samsung Electronics America, Inc.; (ix) Simon Property Group, Inc.; (x) Toshiba America Consumer Products, LLC; and (xi) Weidler Settlement Class.

4. The Committee held its organizational meeting, and decided to retain Pachulski Stang Ziehl & Jones LLP (“PSZJ”) as its lead counsel, Tavenner & Beran as its local counsel, and Protiviti, Inc. and Jefferies & Company as financial advisors.

5. On or about December 22, 2008, the Committee filed an application to employ

Tavener & Beran as its local counsel. On or about January 20, 2009, this Court entered an order approving the Committee's employment of Tavener & Beran (the "Employment Order").

6. On or about March 17, 2009, Tavener & Beran filed its First Interim Application of Tavener & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "First Interim Application"). On or about April 27, 2009, this Court entered an order approving the First Interim Application. On or about June 15, 2009, Tavener & Beran filed its Second Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Second Interim Application"). On or about July 23, 2009, this Court entered an order approving the Second Interim Application. On or about September 14, 2009, Tavener & Beran filed its Third Interim Application Of Tavener & Beran, PLC for Allowance of Compensation and Expense Reimbursement as Local Counsel to the Official Committee of Unsecured Creditors (the "Third Interim Application"). On or about November 6, 2009, the Court entered an order approving the Third Interim Application. On or about December 14, 2009, Tavener & Beran filed its Fourth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors (the "Fourth Interim Application") and thereafter the Court entered an order approving the Fourth Interim Application. On or about March 17, 2010, Tavener & Beran filed its Fifth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors

(the “Fifth Interim Application”) and thereafter the Court entered an order approving the Fifth Interim Application.

7. Since the filing of the First Interim Application, Second Interim Application, Third Interim Application, Fourth Interim Application and Fifth Interim Application, Tavenner & Beran has rendered professional services to the Committee from and including February 1, 2010 through and including April 30, 2010 for which it seeks compensation in the amount of \$23,286.00. Attached hereto as Exhibit A is a statement of the fees incurred. During this time, Tavenner & Beran incurred \$82.96 in out-of-pocket expenses for which it seeks reimbursement. Attached hereto as Exhibit A – Additional Charges Section is a statement of the expenses incurred.

8. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Employment and Case Status

9. As authorized in the Employment Order, the terms of Tavenner & Beran’s employment are as follows: Tavenner & Beran charges legal fees on an hourly basis at its attorneys’ hourly rates, which are set in accordance with the attorneys’ seniority and experience. Tavenner & Beran also charges the Committee for its actual out-of-pocket expenses incurred such as copying, long distance telephone, travel, overnight mail, telecopies, computer research and other disbursements.

10. The names of all Tavenner & Beran attorneys and paralegals requesting compensation and their respective hourly rates are set forth on Exhibit A attached hereto.

11. To the best of Tavenner & Beran’s knowledge, information and belief, the Debtors are paying post-petition expenses in the ordinary course and/or as required by this

Court. To the best of Tavenner & Beran's knowledge, information and belief, the Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

12. Tavenner & Beran has not previously filed an application for the allowance of compensation and expense reimbursement for amounts sought in this Application.

Summary of Services Rendered

13. Tavenner & Beran provided various services to the Committee, which may be summarized as follows:

A. Business Operations: - Total Hours 7.20 Total \$1,960.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS²</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	5.60	\$1,960.00
Paula S. Beran	1992	\$0.00	1.60	\$00.00

Description

Conferences, correspondence, document preparation and review and Court appearances on business operations matters.

Attached hereto as Exhibit A – Business Operations Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

B. Case Administration: - Total Hours 56.90 Total \$14,479.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS³</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	6.50	\$2,275.00
Lynn L. Tavenner	1989	\$0.00	0.60	\$00.00
Paula S. Beran	1992	\$340.00	27.30	\$9,282.00
Paula S. Beran	1992	\$340.00	3.30	\$1,122.00

² Certain hours were recorded but not billed to the estates.

³ Certain hours were recorded but not billed to the estates.

Paula S. Beran	1992	\$0.00	1.20	\$00.00
David L. Leadbeater	N/A	\$100.00	18.00	\$1,800.00

Description

Conferences, correspondence, document preparation and review and Court appearances on case administrative matters.

Attached hereto as Exhibit A – Case Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in the administration of these cases.

C. Claims Administration: - Total Hours 4.40 Total \$1,326.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁴</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$0.00	0.50	\$00.00
Paula S. Beran	1992	\$340.00	3.90	\$1,326.00

Description

Correspondence, conferences, document review and research regarding pre and post-petition creditor claims.

Attached hereto as Exhibit A – Claims Administration Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary to assist the Committee in its analysis of creditor claims.

D. Fee/Employment Applications: - Total Hours 17.10 Total \$3,979.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁵</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	0.90	\$315.00
Lynn L. Tavenner	1989	\$0.00	1.40	\$00.00
Paula S. Beran	1992	\$340.00	9.10	\$3,094.00
David L. Leadbeater	N/A	\$100.00	5.70	\$570.00

Description

⁴ Certain hours were recorded but not billed to the estates.

⁵ Certain hours were recorded but not billed to the estates.

Correspondence, conferences, document preparation, document review and Court appearances relating to the employment and/or compensation of bankruptcy professionals.

Attached hereto as Exhibit A – Fee/Employment Applications Section is a complete statement of such services rendered by Tavenner & Beran.

Necessity and Benefit to the Estate

These services were necessary for the Committee to be properly represented and advised by its professionals.

E. Plan and Disclosure Statement: - Total Hours 6.90 Total \$1,542.00

<i>ATTORNEY/ PARALEGAL</i>	<i>YEAR ADMITTED</i>	<i>HOURLY RATE</i>	<i>TOTAL HOURS⁶</i>	<i>FEE</i>
Lynn L. Tavenner	1989	\$350.00	1.20	\$420.00
Lynn L. Tavenner	1989	\$0.00	2.40	\$00.00
Paula S. Beran	1992	\$340.00	3.30	\$1,122.00

Description

Correspondence, conferences, document preparation, document review and Court appearances relating to the plan and disclosure statement.

Attached hereto as Exhibit A – Plan and Disclosure Statement is a complete statement of such services rendered by Tavenner & Beran.

Necessary and Benefit to the Estate

These services were necessary to assist the Committee with fostering the goals of the Debtors' bankruptcy cases and to analyze plan alternatives.

14. The total amount of interim compensation requested by Tavenner & Beran is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Committee in this matter are further summarized on Exhibit A.

15. Pursuant to the Order Establishing Procedures For Interim Compensation entered on December 9, 2008 (the "Interim Compensation Order"), Tavenner & Beran could have requested eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its

⁶ Certain hours were recorded but not billed to the estates.

monthly expenses. Tavenner & Beran did not make any such request. Therefore, fees and expenses in the total amount of this Application remain outstanding.

16. Attached hereto as Exhibit B is a summary sheet concerning this Application. The fees sought by Tavenner & Beran are reasonable for the work it performed in the specialized area of bankruptcy and in practice before the United States Bankruptcy Court. Such fees are customary for specialized bankruptcy practice and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

17. Tavenner & Beran hereby certifies that it has submitted and served monthly statements as required under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

Applicable Legal Standard

18. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals. The format for fee applications is set forth in the Compensation Guidelines for Professionals in the United States Bankruptcy Court for the Eastern District of Virginia (the "Guidelines").

19. Under § 330 and of the Bankruptcy Code, the Court may award counsel to the Committee reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

20. The expenses incurred by Tavenner & Beran, as set forth herein, are reasonable and necessary charges for items such as photocopying, long distances telephone calls, facsimiles, delivery services and messenger services, transcript preparation and filing fees.

21. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974). These lodestar tests were adopted by the Fourth Circuit in *Barber v. Kimbrells, Inc.*, 577 F.2d 216, 226 (4th Cir.), *cert. denied*, 439 U.S. 934 (1978), and in *Anderson v. Morris*, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the District Court should employ the lodestar approach, and then adjust the fee on the basis of the remaining *Johnson* factors in the case. The following are the *Johnson* factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; *Barber*, 577 F.2d at 226, n.28; *Anderson*, 658 F.2d at 248, n.2.

22. Tavenner & Beran believes that the services rendered to the Committee and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Committee’s obligations in these cases and the scope and nature of the matters in which the Committee was involved to competently represent the Committee.

23. Upon information and belief, the rates charged by Tavenner & Beran are less than legal fees charged by other law firms in comparable Chapter 11 cases. Tavenner & Beran believes that the fees requested herein clearly satisfy the Johnson factors as set forth above.

Conclusion

WHEREFORE, Tavenner & Beran submits this Application for allowance of interim compensation for professional services rendered by Tavenner & Beran in the amount of \$23,286.00 and reimbursement of out-of-pocket expenses in the amount of \$82.96. Tavenner & Beran respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit C approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts and granting such other and

further relief as the Court deems appropriate.

TAVENNER & BERAN, PLC

By: /s/ Paula S. Beran
Co-Counsel

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Local Co-Counsel for the Official Committee of Unsecured Creditors

-and-

Richard M. Pachuski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF-2836)
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rfeinstein@pszjlaw.com
jpomerantz@pszjlaw.com

Lead Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on or before the 14th day of June, 2010 a true copy of the foregoing Sixth Interim Application Of Tavenner & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel For The Official Committee of Unsecured Creditors was served via first-class mail, postage-prepaid and/or electronic delivery to:

Robert B. Van Arsdale – Via email:

robert.b.van.arsdale@usdoj.gov

June E. Turner – Via email:

june.e.turner@usdoj.gov

Office of the United States Trustee

701 East Broad Street, Suite 4304

Richmond, VA 23219

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10100 Santa Monica Boulevard, 11th Floor

Los Angeles, CA 90067-4100

/s/ Paula S. Beran

Co-Counsel

Exhibit A

Invoice submitted to:
Circuit City Committee

Invoice Date

June 14, 2010

Invoice Number

10880

Last Bill Date

3/17/2010

Professional Services

Business Operations

	<u>Hrs/Rate</u>	<u>Amount</u>
2/22/2010 - LLT Review motion to file documents under seal (.20); Review underlying 9019 motion (capital contracts) and other pleadings 1.30)	1.50 350.00/hr	525.00
3/2/2010 - LLT Review motion to approve CRO and related items	2.20 350.00/hr	770.00
- PSB Review CRO matters	0.70 340.00/hr	NO CHARGE
3/4/2010 - LLT Review motion re: 401k plan (.20); Review Berkadia motion to compel (.20) ; review of related matters and correspondence w/ PSZJ re same (.50)	0.90 350.00/hr	315.00
- LLT Review Debtor's objection to motion of Ryan, Inc. to assume executory contract and related items	1.00 350.00/hr	350.00
- PSB Review of Ryan issues	0.90 340.00/hr	NO CHARGE
SUBTOTAL:	[7.20	1,960.00]

		<u>Hrs/Rate</u>	<u>Amount</u>
<u>Case Administration</u>			
2/11/2010 - PSB	Prepare for and attend Omni hearing	3.30 340.00/hr	1,122.00
- DLL	Prepare hearing binder	0.70 100.00/hr	70.00
2/12/2010 - DLL	Docket and index	0.70 100.00/hr	70.00
2/17/2010 - DLL	Docket and index	0.70 100.00/hr	70.00
2/22/2010 - DLL	Prepare hearing binder	1.10 100.00/hr	110.00
2/23/2010 - DLL	Docket and index	1.10 100.00/hr	110.00
2/24/2010 - PSB	Correspondence with PSZJ re: hearing and correspondence with Court re: same	0.50 340.00/hr	170.00
3/2/2010 - PSB	Correspondence from creditors re case status	0.90 340.00/hr	306.00
3/5/2010 - PSB	Correspondence with Court and PSZJ re: telephonic appearance	0.50 340.00/hr	170.00
- LLT	Correspondence from creditors re case status	0.70 350.00/hr	245.00
3/8/2010 - DLL	Prepare hearing binder (1.70); Calendar events (.20)	1.90 100.00/hr	190.00
- PSB	Prepare for and participate in Omni (3.50); Correspondence with agitated creditor re: case status (.50); Correspondence with PSZJ re: same (.20)	4.20 340.00/hr	1,428.00
3/10/2010 - DLL	Docket and index	1.10 100.00/hr	110.00
3/15/2010 - PSB	Correspondence from creditors re: case status	0.60 340.00/hr	204.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/17/2010 - PSB	Correspondence with Court re: telephonic appearance	0.30 340.00/hr	102.00
3/18/2010 - DLL	Prepare hearing binder	1.10 100.00/hr	110.00
- PSB	Prepare for and attend Omni correspondence w/ PSZJ re same and related issues (.50)	4.00 340.00/hr	1,360.00
3/24/2010 - DLL	Docket and index	1.10 100.00/hr	110.00
3/25/2010 - DLL	Prepare hearing binder	1.50 100.00/hr	150.00
- PSB	Prepare for and participate in Omni (4.70); Prepare for and participate in Committee call (1.20); correspondence w/ pszj re related matters (.5)	6.40 340.00/hr	2,176.00
- LLT	Review materials in preparation for upcoming committee call	0.60 350.00/hr	NO CHARGE
3/29/2010 - PSB	Correspondence with creditors re: case status	0.60 340.00/hr	204.00
3/30/2010 - PSB	Correspondence from creditors re case status	0.80 340.00/hr	272.00
4/5/2010 - DLL	Prepare hearing binder (.90); Docket and index (1.30)	2.20 100.00/hr	220.00
4/6/2010 - LLT	Prepare for and attend Omni hearing	3.90 350.00/hr	1,365.00
- PSB	Correspondence with Court re telephonic issues and correspondence w/ R. Finestein re same	0.40 340.00/hr	136.00
4/7/2010 - PSB	Prepare for and participate in Committee Call	2.10 340.00/hr	714.00
4/9/2010 - DLL	Docket and index	1.10 100.00/hr	110.00
4/12/2010 - DLL	Calendar Omnibus dates	0.50 100.00/hr	50.00
4/13/2010 - PSB	Correspondence w/ Court and PSZJ re telephonic and related matters	0.50 340.00/hr	170.00

		<u>Hrs/Rate</u>	<u>Amount</u>
4/15/2010 - DLL	Prepare hearing binder	1.00 100.00/hr	100.00
4/21/2010 - DLL	Prepare hearing binder	0.70 100.00/hr	70.00
4/22/2010 - PSB	Prepare for and participate in committee call	1.90 340.00/hr	646.00
4/26/2010 - DLL	Docket and index	1.50 100.00/hr	150.00
4/28/2010 - LLT	prepare for and participate in Committee call	1.90 350.00/hr	665.00
- PSB	Review matters re Committee Call	1.20 340.00/hr	NO CHARGE
4/29/2010 - PSB	Correspondence w/ R. Fineststein re court matters (.50); otherwise prepare for and attend Omni (3.10)	3.60 340.00/hr	1,224.00

SUBTOTAL: [56.90 14,479.00]

Claims Administration

2/17/2010 - PSB	Review of various claim issues	1.10 340.00/hr	374.00
2/23/2010 - LLT	Review supplemental opinion order denying Apex and THQ reconsideration motion	0.50 350.00/hr	NO CHARGE
3/11/2010 - PSB	Review various claim objections and responses thereto	1.70 340.00/hr	578.00
4/8/2010 - PSB	Review of claim pleadings and related issues	1.10 340.00/hr	374.00

SUBTOTAL: [4.40 1,326.00]

Fee/Employment Applications

2/8/2010 - DLL	Prepare fee statements	1.00 100.00/hr	100.00
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		<u>Hrs/Rate</u>	<u>Amount</u>
2/8/2010 - PSB	Review of Fee Statements	1.00 340.00/hr	340.00
3/10/2010 - LLT	Correspondence to/from M. Smith re: Protiviti invoice	0.10 350.00/hr	35.00
3/11/2010 - LLT	Correspondence from M. Smith re: Protiviti February invoice (.10); Correspondence to UST and Debtor professionals re: Protiviti February invoice (.20)	0.30 350.00/hr	105.00
3/16/2010 - PSB	Draft fee pleadings (3.0); Correspondence with professionals re: same (.60)	3.60 340.00/hr	1,224.00
- LLT	Correspondence from D. Abadir re: interim fee applications	0.10 350.00/hr	NO CHARGE
3/17/2010 - DLL	Draft Fifth Fee Application (2.90); Draft Fee Notice (1.80)	4.70 100.00/hr	470.00
- PSB	Finalize and file fee applications (3.50); Correspondence re: same (.50)	4.00 340.00/hr	1,360.00
- LLT	Revise and prepare Protiviti Fifth Interim Fee Application for filing (.30); Revise Tavenner & Beran Fifth Interim Application (.80); Correspondence to Debtors and UST re: committee interim applications (.20)	1.30 350.00/hr	NO CHARGE
4/14/2010 - LLT	correspondence re fee statements	0.50 350.00/hr	175.00
4/16/2010 - PSB	Correspondence w/ UST re fee orders (.30); finalize and submit same (.20)	0.50 340.00/hr	170.00
SUBTOTAL:		[17.10	3,979.00]
<u>Plan and Disclosure Statement</u>			
2/24/2010 - LLT	Correspondence from Debtor counsel re: status of confirmation and correspondence w/ PSZJ re same	0.50 350.00/hr	175.00
2/25/2010 - LLT	Correspondence to/from S. Boehm re: notice of confirmation hearing	0.20 350.00/hr	70.00

		<u>Hrs/Rate</u>	<u>Amount</u>
3/19/2010 - PSB	Review of Plan issues and correspondence with PSZJ re: same	0.50 340.00/hr	170.00
- LLT	Review of plan matters	1.00 350.00/hr	NO CHARGE
3/25/2010 - LLT	Correspondence re: notice of continued confirmation hearing from S. Beame; follow-up re: same	0.40 350.00/hr	140.00
3/26/2010 - LLT	Correspondence to S. Beame re: notice of confirmation hearing	0.10 350.00/hr	35.00
4/5/2010 - PSB	Correspondence w/ PSZJ re confirmation matters and local perspective (.60); review of issues re same (.90)	1.50 340.00/hr	510.00
- LLT	Review of plan matters	1.40 350.00/hr	NO CHARGE
4/28/2010 - PSB	Correspondence w/ R. Fineststein re confirmation matters and review of same (1.30)	1.30 340.00/hr	442.00
SUBTOTAL:		[6.90	1,542.00]
For professional services rendered		92.50	\$23,286.00

Additional Charges :

	<u>Qty/Price</u>	<u>Tax#</u>
<u>Case Administration</u>		
3/31/2010 - PSB	1	82.96
Pacer Costs	82.96	
SUBTOTAL:		[82.96]
Total costs		\$82.96
Total amount of this bill		\$23,368.96
Previous balance		\$29,392.43

	<u>Amount</u>
5/19/2010 Payment - thank you. Check No. 500821	(\$19,329.93)
6/1/2010 Payment - thank you. Check No. 500839	(\$10,062.53)
	<hr/>
Total payments and adjustments	(\$29,392.46)
	<hr/>
Balance due	\$23,368.93
	<hr/> <hr/>

Timekeeper Summary			
<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lynn L. Tavenner	14.20	350.00	\$4,970.00
Lynn L. Tavenner	4.90	0.00	\$0.00
Paula S. Beran	46.90	340.00	\$15,946.00
Paula S. Beran	2.80	0.00	\$0.00
David L. Leadbeater	23.70	100.00	\$2,370.00

EXHIBIT B

United States Bankruptcy Court
Eastern District of Virginia
Richmond Division
In re: Circuit City Stores, Inc, et al., Case No. 08-35653-KRH
Fee Application Summary
Applicant: Tavenner & Beran, PLC,
Local Counsel for The Official Committee of Unsecured Creditors

	Interim Period February 1, 2010 through April 30, 2010	
<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
Business Operations	7.20	\$1,960.00
Case Administration	56.90	\$14,479.00
Claims Administration	4.40	\$1,326.00
Fee/Employment Applications and Objections	17.10	\$3,979.00
Plan and Disclosure	6.90	\$1,542.00
TOTAL HOURS	92.50	
TOTAL FEES		\$23,286.00

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC., <u>et al.</u> , ⁷	:	Case No. 08-35653-KRH
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	

**ORDER ALLOWING INTERIM
COMPENSATION AND EXPENSE REIMBURSEMENT**
(Tavener & Beran, PLC)

This matter came before the Court upon the Sixth Interim Application Of Tavener & Beran, PLC For Allowance Of Compensation And Expense Reimbursement As Local Counsel To The Official Committee of Unsecured Creditors (the “Application”) filed by Tavener & Beran, PLC (“Tavener & Beran”); and it appearing to the Court that (i) Tavener & Beran provided proper notice of the Application to all necessary parties; (ii) no objections to the

⁷ The Debtors in these Chapter 11 Cases, along with the last four digits of their respective federal tax identifications numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City West Coast is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

Richard M. Pachulski (CA Bar No. 90073)
Robert J. Feinstein (NY Bar No. RF – 2836)
Jeffrey N. Pomerantz (CA Bar No. 143717)
Pachulski Stang Ziehl & Jones LLP
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Counsel for the Official
Committee of Unsecured Creditors

Lynn L. Tavener (VA Bar No. 30083)
Paula S. Beran (VA Bar No. 34679)
Tavener & Beran, PLC
20 North Eighth Street, 2nd Floor
Richmond, VA 23219
Telephone: (804) 783-8300
Telecopy: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Application have been filed; and (iii) the request for compensation and reimbursement of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved;
2. The request for compensation in the amount of \$23,286.00 and reimbursement of expenses in the amount of \$82.96 by Tavenner & Beran be and hereby are allowed; and,
3. The Debtors are authorized and directed to pay to Tavenner & Beran the amount of compensation and reimbursement of expenses allowed herein as an administrative expense.
4. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage prepaid, copies of this Order on the Office of the United States Trustee and Tavenner & Beran, PLC.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Lynn L. Tavenner, Esquire (Va. Bar No. 30083)
Paula S. Beran, Esquire (Va. Bar No. 34679)
Tavenner & Beran, PLC
20 North Eighth Street, Second Floor
Richmond, Virginia 23219
Telephone: (804) 783-8300
Facsimile: (804) 783-0178

Co-Counsel for the Official
Committee of Unsecured Creditors

Seen and No Objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed
by or served upon all necessary parties.

Co-Counsel